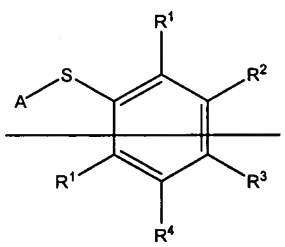
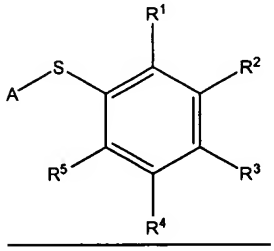
AMENDMENTS TO THE CLAIMS:

This listing of claims will replace all prior versions and listings of claims in the application:

1. (Currently amended) A compound of formula **I**



+



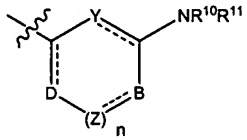
I

or a pharmaceutically acceptable salt or prodrug thereof,

wherein R^1, R^2, **[[R^3,]]** R^4 and R^5 are each independently selected from

hydrogen, halogen, alkyl, haloalkyl, alkoxy, cyano, nitro, cycloalkyl, carboxaldehyde,

and a group of formula II defined as



II

and wherein ~~at least one of R^1 or~~ R^3 is a pyridine of formula II;

D, B, Y and Z are each independently selected from CR^6=, -CR^7R^8-, -C(O)-, -O-, -SO_2-, -S-, -N=, and -NR^9-;

n is an integer of zero to three;

R^6, R^7, R^8 and R^9 are each independently selected from hydrogen, alkyl, carboxy, hydroxyalkyl, alkylaminocarbonyl alkyl, dialkylaminocarbonylalkyl and carboxyalkyl; and

R^{10} and R^{11} are each independently selected from hydrogen, alkyl, cycloalkyl, alkoxyalkyl, alkoxycarbonylalkyl, carboxyalkyl, hydroxyalkyl, heterocyclyl, heterocyclylalkyl and heterocyclylamino; or

R^{10} and R^{11} are taken together with N to form a three to seven membered unsubstituted heterocyclyl or a three to seven membered substituted heterocyclyl ring, substituted with at least one substituent R^{13}, wherein R^{13} is independently selected from alkyl, alkylene, alkoxy, alkoxyalkyl, cycloalkyl, aryl, heterocyclyl, heterocyclylalkyl, heterocyclylcarbonyl, heterocyclylalkylaminocarbonyl, hydroxy, hydroxyalkyl, hydroxyalkoxyalkyl, carboxy, carboxyalkyl, carboxycarbonyl, carboxaldehyde, alkoxycarbonyl, arylalkoxycarbonyl, aminoalkyl, aminoalkanoyl, aminocarbonyl, carboxamido, alkoxycarbonylalkyl, carboxamidoalkyl, cyano, tetrazolyl, alkanoyl, hydroxyalkanoyl, alkanoyloxy, alkanoylamino, alkanoyloxyalkyl, alkanoylaminoalkyl, sulfonate, alkylsulfonyl, alkylsulfonylaminocarbonyl, arylsulfonylaminocarbonyl and heterocyclylsulfonylaminocarbonyl;

A is an unsubstituted aryl group, an unsubstituted heterocyclyl group, a substituted aryl, or a heterocyclyl group substituted with at least one substituent R^{12}, wherein R^{12} is independently selected from halogen, alkyl, aryl, haloalkyl, hydroxy, alkoxy, alkoxyalkyl, alkoxycarbonyl, alkoxyalkoxy,

hydroxyalkyl, aminoalkyl, aminocarbonyl, alkyl(alkoxycarbonylalkyl) aminoalkyl, heterocyclyl, heterocyclylalkyl, carboxaldehyde, carboxaldehyde hydrazone, carboxamido, alkoxycarbonylalkyl, carboxy, carboxyalkyl, carboxyalkoxy, hydroxyalkylaminocarbonyl, cyano, amino, heterocyclylalkylamino, carboxythioalkoxy, carboxycycloalkoxy, thioalkoxy, carboxyalkylamino, trans-cinnamyl and heterocyclylalkylaminocarbonyl; and

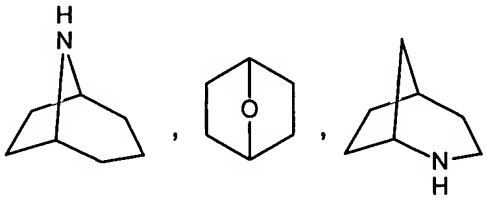
wherein R^1, R^2, R^3, R^4, R^5, R^6, R^7, R^8, R^9, R^{10}, R^{11}, R^{12} and R^{13} are unsubstituted or substituted with at least one electron donating or electron withdrawing group;

wherein the heterocyclyl is selected from 3-, 4-, 5-, 6- and 7-membered rings containing 1-3 heteroatoms independently selected from nitrogen, oxygen and sulfur; the 4- and 5-membered rings have zero to two double bonds and the 6- and 7-membered rings have zero to three double bonds, the heterocyclyl being optionally substituted with alkyl, halogen, hydroxy or alkyl substituents,

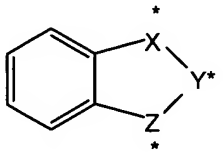
further wherein the heterocyclyl optionally comprises a group chosen from:

(i) bicyclic, tricyclic, and tetracyclic groups in which any of the above heterocyclic rings is fused to one or two rings independently selected from an aryl ring, a cyclohexane ring, a cyclohexane ring, a cyclopentane ring, a cyclopentene ring, and another monocyclic heterocyclic ring;

(ii) bridged bicyclic groups where a monocyclic heterocyclic group is bridged by alkylene group optionally selected from

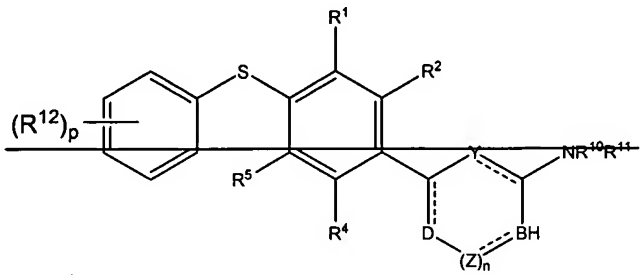


; and

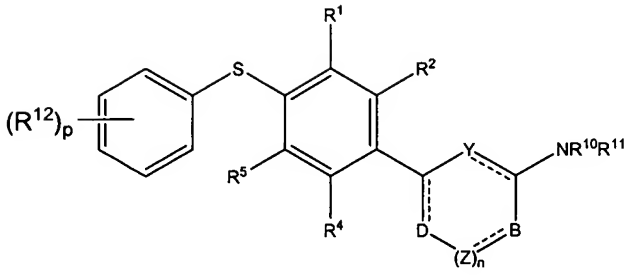
(iii) compounds of the formula  where X* and Z* are each independently selected from $-CH_2-$, $-CH_2NH-$, $-CH_2O-$, -NH- and -O-, with the proviso that at least one of X* and Z* is not $-CH_2-$, and Y* is selected from -C(O)- and $-(C(R")_2)_v-$, where R" is hydrogen or alkyl of one to four carbons, and v is 1-3.

2. (Canceled)

3. (Currently amended) A compound according to claim 1 of formula **III**



~~III~~



III

wherein p is an integer of one to five.

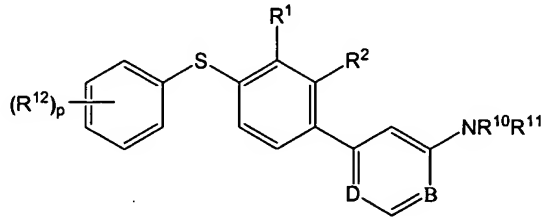
4. (Previously presented) A compound according to claim 3 wherein p is one;

R^4 and R^5 are hydrogen;

R^{12} is selected from halogen, alkyl, alkoxy, carboxyalkoxy, carboxyalkyl and heterocyclyl;

R^{10} and R^{11} are taken together with N to form a three to seven membered unsubstituted heterocyclyl ring, or a three to seven membered substituted heterocyclyl ring, substituted with at least one substituent R^{13} and wherein said substituted heterocyclyl, or unsubstituted heterocyclyl ring is selected from piperidine, piperazine, morpholine, pyrrolidine, and azetidine.

5. (Currently amended) A compound according to claim 1 of formula **IV**



IV

wherein D and B are each independently selected from -N= and -CR^6= <u>such that the ring containing D and B defines a pyridine</u>;

R^1 is selected from hydrogen, halogen and haloalkyl~~, with the proviso that if R^3 does not define a pyridine, then R^1 is a pyridine~~;

R^2 is selected from hydrogen, halogen and haloalkyl; and

p is an integer of one to five.

6. (Previously presented) A compound according to claim 5 wherein p is one; and

R^{10} and R^{11} are taken together with N to form a three to seven membered substituted heterocyclyl ring, or a three to seven membered unsubstituted heterocyclyl ring, substituted with at least one substituent R^{13}, wherein R^{13} is defined as in claim 1, and wherein said substituted heterocyclyl ring, or unsubstituted heterocyclyl ring is selected from piperidine, piperazine, morpholine, pyrrolidine, and azetidine.

7. (Previously presented) A compound according to claim 1, selected from *N*-(1-(4-(4-(2-isopropyl-phenylsulfanyl)- 3-trifluoromethyl-phenyl)-pyridin-2-yl)-pyrrolidin-3-yl)-acetamide, 1-(4-(4-(2-methoxy-phenylsulfanyl)-3-trifluoromethyl-phenyl)-pyridin-2-yl)-pyrrolidine-3-ol, *N*-1-(4-(4-(2-methoxy-phenylsulfanyl)-3-trifluoromethyl-phenyl)-pyridin-2-yl)-pyrrolidine-3-yl)-acetamide, *N*-(1-(4-(4-(2,3-dihydro-benzo(1,4)dioxin-6-ylsulfanyl)-3-trifluoromethyl-phenyl) pyridin-2-yl)-pyrrolidin-3-yl)-acetamide, 4'-(4-(2,3-dihydro-benzo(1,4)dioxin-6-ylsulfanyl)-3 -trifluoromethyl-phenyl)-3,4,5,6-tetrahydro-2*H*-(1,2')bipyridinyl-4-carboxylic acid, and 4'-(4-(2,3-dihydro-benzo(1,4)dioxin-6-ylsulfanyl)-3-trifluoromethyl-phenyl)-3,4,5,6-tetrahydro-2*H*-(1,2')bipyridinyl-3-carboxylic acid.

8. (Previously presented) A composition comprising:

a compound according to claim 1

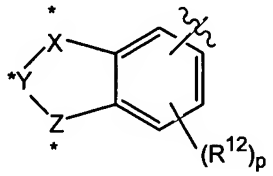
and a pharmaceutically acceptable carrier.

9. (Withdrawn) A method of inhibiting inflammation or suppressing immune response in a mammal comprising administering to said mammal a therapeutic amount of a compound according to claim 1.

10. (Previously presented) A compound according to claim 1 wherein A is

(i) an unsubstituted or substituted aryl group, substituted by at least one substituent R^{12}, wherein R^{12} is defined as in claim 1, or

(ii) an unsubstituted or substituted heterocyclyl group of the formula



wherein

R^{12} is defined as in claim 1;

p is an integer of one to three;

X* and Z* are each independently selected from $-CH_2-$, $-CH_2NH-$, $-CH_2O-$, -NH-, and -O-, with the proviso that at least one of X* and Z* is not $-CH_2-$; and

Y* is $-(C(R")_2)_v-$, wherein

R" is hydrogen or alkyl; and

v is 1, 2, or 3.

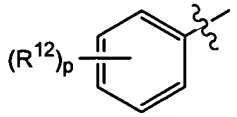
11. (Currently amended) A compound according to claim 1 **[[**or 10**]]** wherein A is an unsubstituted or substituted aryl group, wherein the aryl group is

(i) **[[(I)]]** a mono- or a bicyclic carbocyclic ring system having one or two aromatic rings, or

(ii) a mono- or a bicyclic carbocyclic ring system having one or two aromatic rings,

wherein one or more than one of the aromatic rings is fused to a ring selected from cyclohexane, cyclohexene, cyclopentane, and cyclopentene.

12. (Previously presented) A compound according to claim 1 wherein A is an unsubstituted or substituted aryl group of the formula



wherein R^{12} is defined as in claim 1; and p is an integer of one to five.

13. (Currently amended) A compound according to claim 1 wherein at least one of R^1, R^2, R^4 and R^5 is a group of formula II, wherein:

D is CR^6= or -N=,

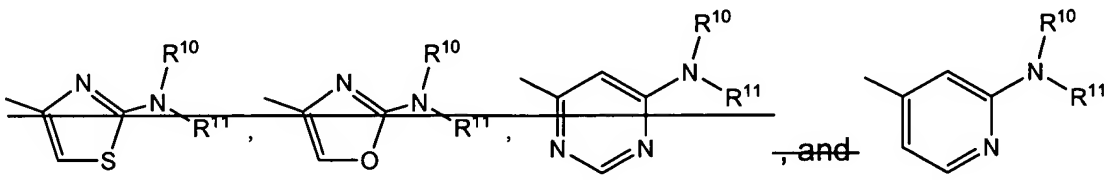
B is -S-, -O-, $-CR^6$= or -N=,

Y is $-CR^6$= or -N=,

Z is $-CR^6$= or -N=; and

n is zero or one.

14. (Currently amended) A compound according to claim 1 wherein R^3 is ~~selected from~~



~~, and~~

15. (Currently amended) A compound according to claim 1 wherein R^1 ~~or R^3~~ is a group of formula II wherein

D is $-CR^6=$;

B is -O- or -S-;

Y is -N=; and

n is zero.

16. (Previously presented) A compound according to claim 1 wherein

D is $-CR^6=$ or -N=;

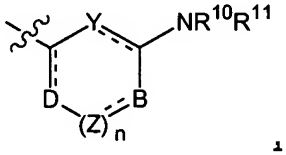
B is -N=;

Y is $CR^6=$; and

n is one.

17. (Currently amended) A compound according to claim 1 wherein

R^1 is selected from hydrogen, halogen, alkyl, nitro,

and 

wherein

D is $-CR^6=$ or -N=,

B is -S-, -O-, $-CR^6=$ or -N=,

Y is $-CR^6=$ or -N=,

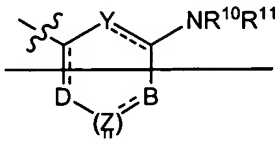
Z is $-CR^6=$ or -N=; and

n is zero or one;

R^2 is selected from hydrogen, halogen, alkyl, and nitro; and

R^4 and R^5 are each independently selected from hydrogen and alkyl. ~~; and~~

~~R^3 is~~



~~wherein~~

~~D is $-CR^6=$ or $-N=$,~~

~~B is $-S-$, $-O-$, $-CR^6=$ or $-N=$,~~

~~Y is $-CR^6=$ or $-N=$,~~

~~Z is $-CR^6=$ or $-N=$; and~~

~~n is zero or one.~~

18. (Currently amended) A compound according to claim 1 wherein

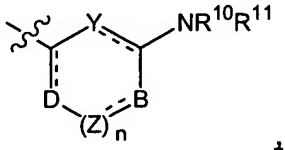
R^1 and R^2 are each independently selected from hydrogen, halogen, and haloalkyl;

~~R^3 is a pyridine;~~ and

R^4 and R^5 are each hydrogen.

19. (Currently amended) A compound according to claim 1 wherein

R^1 is selected from hydrogen, halogen, haloalkyl,

and 

wherein

D is $-CR^6=$ or $-N=$,

B is -S-, -O-, -CR^6= or -N=,

Y is -CR^6= or -N=,

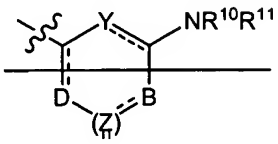
Z is -CR^6= or -N=; and

n is zero or one;

R^2 is selected from hydrogen, halogen, and haloalkyl; and

R^4 and R^5 are each hydrogen. ~~; and~~

~~R^3 is~~



~~wherein~~

~~D is -CR^6= or -N=,~~

~~B is -S-, -O-, -CR^6= or -N=,~~

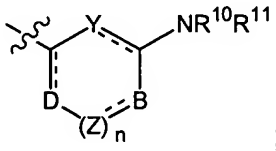
~~Y is -CR^6= or -N=,~~

~~Z is -CR^6= or -N=; and~~

~~n is zero or one.~~

20. (Currently amended) A compound according to claim 1 wherein

R^1 is selected from hydrogen, halogen, haloalkyl,

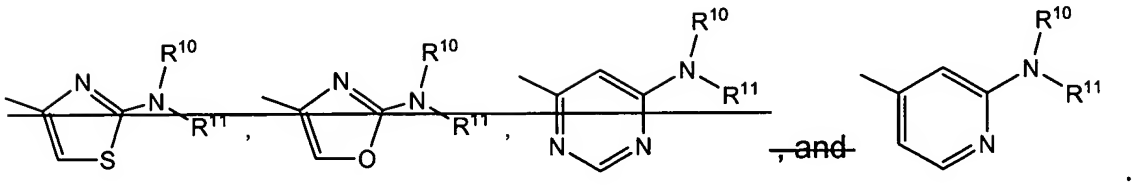
and 

;

R^2 is selected from hydrogen, chloro, and trifluoromethyl;

R^4 and R^5 are each hydrogen; and

R^3 is ~~selected from~~



21. (Previously presented) A compound according to claim 1 wherein R^6 is hydrogen.

22. (Currently amended) A compound according to claim 1 wherein

R^1 is selected from hydrogen, halogen, and haloalkyl,

R^2 is selected from hydrogen and halogen,

~~R^3 is a pyridine,~~ and

R^4 and R^5 are each hydrogen.

23. (Currently amended) A compound according to claim 22 wherein

R^1 is trifluoromethyl, and

R^2 is hydrogen~~, and~~

~~R^3 is a pyridine~~.

24. (Currently amended) A compound according to claim 22 wherein R^1 and R^2 are each chloro~~, and R^3 is a pyridine~~.

25. (Previously presented) A compound according to claim 1 which has an IC_{50} of less than 20 μM when tested in one or both of

(i) an ICAM-1/LFA-1 Biochemical Interaction Assay, or

(ii) an ICAM-1/JY-8 Cell Adhesion Assay

26. (Withdrawn) A method for ameliorating a pathology in a mammal arising from the interaction of LFA-1 with ICAM-1 or ICAM-3 comprising administering to said mammal a therapeutic amount of a compound according to claim 1.

27. (Withdrawn) A method according to claim 26 wherein the pathology is selected from an inflammatory disease, an autoimmune disease, tumor metastasis, allograft rejection and reperfusion injury.